

Exhibit A

HERRICK, FEINSTEIN LLP
2 Park Avenue
New York, NY 10016
(212) 592-1400
Andrew C. Gold
Paul Rubin
Prior Attorneys for Platform Learning Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re:	:
	:
PLATFORM LEARNING INC.,	:
	:
Debtor.	:
-----X	

Chapter 11
Case No. 06-11391 (RDD)

CERTIFICATION OF ANDREW C. GOLD

I, Andrew C. Gold, certify as follows:

1. I am an attorney employed by Herrick, Feinstein LLP (“Herrick”), prior attorneys for Platform Learning, Inc. (the “Debtor”). I submit this certification with respect to Herrick’s second and final fee application (the “Fee Application”) dated August 14, 2009.
2. I make this certification in accordance with General Order M-151, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, adopted by the United States Bankruptcy Court for the Southern District of New York on April 19, 1995 (the “Local Guidelines”).
3. In connection therewith, I hereby certify:
 - (a) I have read the Fee Application.
 - (b) To the best of my knowledge, information, and belief, formed after

reasonable inquiry, the Fee Application complies with the Guidelines, except as may otherwise be noted herein or in the Application.

(c) except as otherwise set forth in the Fee Application, the fees and disbursements sought in the Fee Application are billed at rates customarily employed by Herrick and generally accepted by Herrick clients.

(d) In seeking reimbursement for a service for which Herrick justifiably purchased or contracted for/from a third party, Herrick requests reimbursement only for the amount billed to Herrick by the third-party vendor and paid by Herrick to such vendor.

(e) No agreement or understanding exists between Herrick and any other person for a division of compensation herein other than the division of compensation between partners of the firm, and no agreement prohibited by Section 504 of the Bankruptcy Code and Rule 2016 of the Bankruptcy Rules has been made.

(f) Pursuant to the Local Guidelines, the Debtor, the Official Committee of Unsecured Creditors, and the United States Trustee for the Southern District of New York will each be provided with copy of the Fee Application simultaneously with the filing thereof, and will have at least 10 days to review the Application prior to any objection deadline with respect thereto.

I hereby certify that the foregoing is true under penalty of perjury pursuant to 28 U.S.C. §1746.

Dated: August 14, 2009
New York, NY

/s/Andrew C. Gold
Andrew C. Gold